



(CIN: L17229UP1994PLC017199)

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## POSTAL BALLOT NOTICE

Dear Member(s),

**NOTICE IS HEREBY GIVEN** that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("the Act") and Rules 20 and 22 of the Companies (Management and Administration Rules), 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings (SS-2) to the extent applicable read with the General Circular No. 14/ 2020 dated April 8, 2020 and General Circular No. 17/ 2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by Companies under the Act and the Rules made thereunder on account of the threat posed by COVID -19" and the General Circular No. 22/2020 dated June 15, 2020, General Circular No.33/2020 dated September 28, 2020, General Circular No.39/2020 dated December 31, 2020 and General Circular No.10/2021 dated June 23, 2021 in relation to extension of the framework provided in the aforementioned circulars up to December 31, 2021, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and any other applicable laws and regulations, the resolutions appended below are proposed to be passed by the Members by way of Postal Ballot / Electronic voting (e-voting).

The proposed Resolutions along with the Explanatory statement pursuant to Section 102 of the Act setting out the material facts and reasons thereof are given hereunder.

Due to difficulty in dispatch of the Notice along with the Explanatory Statement and Postal Ballot form by post or courier, on account of threat posed by COVID-19 pandemic situation and as permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolutions through remote

e-voting facility only. Assent or Dissent of the members on the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Board of Directors of the Company has appointed Mr. S.K.Gupta, Practicing Company Secretary (FCS No. 2589 and CP No.1920) to act as Scrutinizer and Ms. Divya Saxena, Practicing Company Secretary (FCS No.5639 and CP No.5352) as Alternate Scrutinizer for conducting the Postal Ballot (remote e-voting) process in a fair and transparent manner.

In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with the Rule 20 of the said Rules and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is providing option of e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of CDSL to enable the Members to cast their votes electronically. Members desiring for e-voting are requested to read the Notes under the Section "E -Voting Procedure" to this Postal Ballot Notice.

Upon completion of the e-voting process, the Scrutinizer will submit his report to the Company Secretary of the Company as authorized by the Board and the result of the Postal Ballot will be announced on or before 4th October, 2021 by 5.00 P.M. The said result alongwith the Scrutinizer's Report will be displayed at Registered Office of the Company and uploaded on the Company's website [www.jkcement.com](http://www.jkcement.com) and on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com). The result will simultaneously be communicated to the Stock Exchanges.

### SPECIAL BUSINESS

**1. TO APPOINT MR. SATISH KUMAR KALRA (DIN:01952165), AS AN INDEPENDENT DIRECTOR OF THE COMPANY AND IN THIS REGARD TO CONSIDER AND, IF THOUGHT FIT, TO GIVE ASSENT / DISSENT TO THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014("Rules") including any statutory modification(s) or re-enactment thereof for the time being in force and the applicable provisions of the



Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, Mr. Satish Kumar Kalra (DIN:01952165), who was appointed as an Additional (Non-Executive Independent) Director of the Company w.e.f. 14th August, 2021, by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, pursuant to Section 161(1) of the Companies Act, 2013 and Article 96 (1) of the Articles of Association of the Company and being eligible for appointment has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received notice in writing under Section 160(1) of the Act, from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as a Non- Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 14th August,2021."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and matters incidental consequential and connected therewith."

**2. TO APPOINT MR. MUDIT AGGARWAL (DIN:07374870), AS AN INDEPENDENT DIRECTOR OF THE COMPANY AND IN THIS REGARD TO CONSIDER AND, IF THOUGHT FIT, TO GIVE ASSENT / DISSENT TO THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014("Rules") including any statutory modification(s) or re-enactment thereof for the time being in force and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, Mr. Mudit Aggarwal (DIN:07374870), who was appointed as an Additional (Non-Executive Independent) Director of the Company w.e.f. 14th August, 2021, by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, pursuant to Section 161(1) of the Companies Act, 2013 and Article 96 (1) of the Articles of Association of the Company and being eligible for appointment has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act read with the

rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received notice in writing under Section 160(1) of the Act, from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as a Non- Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 14th August,2021."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and matters incidental consequential and connected therewith."

**3. TO MODIFY THE RESOLUTION NO. 9 PASSED AT THE 27TH ANNUAL GENERAL MEETING HELD ON 14TH AUGUST,2021 WITH RESPECT TO TERM OF APPOINTMENT OF MR. AJAY NARAYAN JHA (DIN: 02270071) AS A NON EXECUTIVE INDEPENDENT DIRECTOR AND IN THIS REGARD TO CONSIDER, AND IF THOUGHT FIT, TO GIVE ASSENT/DISSENT TO THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

**"RESOLVED THAT** in partial modification of the Resolution No. 9 passed at the 27th Annual General Meeting of the Company held on 14th August,2021 ('resolution') pursuant to the provisions of Section 149 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014("Rules") and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the consent of the members of the Company be and is hereby accorded to the modification in the resolution for Appointment of Mr. Ajay Narayan Jha (DIN: 02270071) as a Non Executive Independent Director in the manner and to the extent that the term of his appointment as stated in para No. 2 of the said resolution i.e. 'from this Meeting till the 32nd Annual General Meeting' be and is hereby amended as 'from 28th May, 2021 to 27th May, 2026' save and except the other terms and conditions of appointment and the contents of the said resolution shall remain unchanged and in full effect."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and matters incidental consequential and connected therewith."



**4. TO ALTER ARTICLES OF ASSOCIATION OF THE COMPANY AND IN THIS REGARD TO CONSIDER AND, IF THOUGHT FIT, TO GIVE ASSENT / DISSENT TO THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approvals, permissions and sanctions from the appropriate authority, if any, the Articles of Association of the Company be and are hereby altered in the manner set out herein below:

The existing Article Nos. 101 and 108 of the Articles of Association of the Company be and are hereby deleted and substituted with the new Articles as under:

**101.**

- (1) Subject to the provisions of the Act and these Articles, the Board shall have power to appoint from time to time any of its member as the Managing Director and/or Managing Directors and/or Joint Managing Director(s) and/or Deputy Managing Director(s) or Whole Time Directors of the Company upon such terms and conditions as the Board shall think fit.
- (2) The Managing Director and/or Managing Directors and/or Joint Managing Director(s) and/or Deputy Managing Director(s) or Whole Time Directors shall not while he continues to hold that office be subject to retirement by rotation in accordance with Article 90. If he ceases to hold the Office of Director, he shall ipso facto and immediately ceased to be Managing Director and/or Managing Directors and/or Joint Managing Director(s) and/or Deputy Managing Director(s) or Whole Time Directors.
- (3) Subject to the provisions of the Act in particular to the prohibitions and restrictions contained in the Act and Rules made thereunder, the Board may from time to time entrust to and confer upon Managing Director and/or Managing Directors and/or Joint Managing Director(s) and/or Deputy Managing Director(s) or Whole Time Directors for the time being such of the powers exercisable under these presents by the Board as it may deem fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as it thinks fit; and the Board may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Board in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

108.

- (1) The Board of Directors may elect a Chairperson/ Chairman of the Board/Company who shall preside over all the meetings of the Board. The Board of Directors may also appoint a Vice Chairman who shall in absence of Chairperson/ Chairman of the Board shall preside over the Meetings of the Board.
- (2) If no such Chairperson/Chairman/ Vice Chairman is elected, or if at any Meeting the Chairperson/ Chairman/Vice Chairman is not present within fifteen minutes after the time appointed for holding the Meeting, the Directors present may choose one of their member to preside over the Meeting.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and matters incidental consequential and connected therewith.”

**Date :** 26<sup>th</sup> August, 2021

**Place:** Kanpur

By Order of the Board

For **J.K. Cement Limited**

**Shambhu Singh**

Head (Legal) & Company Secretary

Membership No. FCS 5836



**Notes :-**

1. An Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 setting out the material facts concerning the Special businesses set out in the Notice and the reasons thereof is annexed hereto.
2. The Notice is being sent to/published/displayed for all the Members, whose names appear in the Register of Member/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 25th August, 2021 in accordance with the provisions of the Companies Act 2013 read with Rules made thereunder and Ministry of Corporate Affairs, Government of India's General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and 10/2021 dated June 23, 2021.
3. The Postal Ballot Notice is being sent by e-mail to all those Members who have registered their e-mail address with the Company or with their Depository Participants ("DP"). Members who have not registered their e-mail address may download from the website: [www.jkcement.com](http://www.jkcement.com) or website of CDSL or may send request at email id: [shambhu.singh@jkcement.com](mailto:shambhu.singh@jkcement.com) for copy.
4. The Postal Ballot Notice is uploaded on the website of the Company, i.e. [www.jkcement.com](http://www.jkcement.com) and on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com).
5. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the Members as on 25th August, 2021 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes. A person who is not a member as on the cut-off date, should accordingly treat this notice for information purposes only.
6. The Scrutinizer's decision on the validity of E-voting will be final.
7. In compliance with the provisions of Section 108 of the Act read with relevant Rules made thereunder and Regulation 44 of the Listing Regulations and MCA Circular, the Company is pleased to provide Members, facility to exercise their right to vote on the matter included in this Notice of the Postal Ballot by electronic means i.e. through remote e-voting services provided by CDSL. Members exercising e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section "e-voting procedure". It may be noted that e-voting is compulsory.
8. On account of threat posed by COVID 19 pandemic and in terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal

Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their email address are requested to get their email address registered by following the procedure given below:

- (i) In light of the MCA Circulars, shareholders who have not registered their email address and in consequence could not receive the e-voting notice may temporarily get their email registered by contacting or writing a mail to Mr. Prabhat Kumar Mishra, Company Secretary, Jaykay Enterprises Ltd. Registrar and Share Transfer Agent, at the email id- [Prabhat.Mishra@jaykayenterprises.com](mailto:Prabhat.Mishra@jaykayenterprises.com) or Mr. Shambhu Singh, Head (Legal) & Company Secretary at the email id- [shambhu.singh@jkcement.com](mailto:shambhu.singh@jkcement.com) Post Successful registration of the email, the shareholder would get soft copy of the Notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to [shambhu.singh@jkcement.com](mailto:shambhu.singh@jkcement.com) or [investorservices@jaykayenterprises.com](mailto:investorservices@jaykayenterprises.com)
  - (ii) It is clarified that for permanent registration of email address, the shareholders are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Jaykay Enterprises Ltd. by following due procedure.
  - (iii) Those shareholders who have already registered their email address are requested to keep their email address validated with their Depository participants/the Company's Registrar and Share Transfer Agent, Jaykay Enterprises Ltd. to enable servicing of notices/documents/Annual Reports electronically to their email address.
9. The Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e. 30th September, 2021 in terms of the Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India upon the declaration of Result on or before 4th October, 2021 by 5 P.M.
  10. The Scrutinizer shall after the conclusion of voting unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and submit a Scrutinizer's Report of the total votes cast in favour or against, if any, on or before Monday, the 4th October, 2021 by 5 P.M., to





the Company Secretary of the Company as authorized by the Board, who shall countersign the same. The result of the Postal Ballot will be announced by the Company Secretary of the Company or any other Director authorized by the Chairperson on or before Monday, the 4th October, 2021 by 5 P.M. at the Registered Office of the Company and shall also be displayed on the Notice Board of the Company's Registered Office. The result declared along with the Scrutinizer's Report shall also be uploaded on the Company's website [www.jkcement.com](http://www.jkcement.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) and shall simultaneously be forwarded to the Stock Exchange.

#### 11. THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 1st September, 2021 at 9:00 am and ends on 30th September, 2021 at 5:00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 25th August, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/

CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and for Individual shareholders holding securities in Demat mode is given below:

| Types of shareholders  | Login Method  |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY /LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a><br/><br/>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol> |
| Individual Shareholders holding securities in demat mode with NSDL | <p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>1) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register</li> </ol>  |



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|  | <p>Online for IDEAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> |
| Individual Shareholders (holding securities in demat mode) Depository Participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>   |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| Login Type  | Helpdesk details  |
|---|---|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30              |

(iv) Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

|  | For Shareholders holding shares in Demat Form other than individual and Physical Form   |
|--|---|
| PAN  | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</p>                 |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).</p> |

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (viii) Click on the EVSN for “JK Cement Ltd” on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(xv) Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at

the email address [sk\\_gupta1@rediffmail.com](mailto:sk_gupta1@rediffmail.com) and to the Company at the email address viz: [Shambhu.singh@jkcement.com](mailto:Shambhu.singh@jkcement.com), if they have voted from individual tab & not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id. [investorservices@jaykayenterprises.com](mailto:investorservices@jaykayenterprises.com) / [Rc.srivastava@jkcement.com](mailto:Rc.srivastava@jkcement.com)
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

12. The Board of Directors of the Company has appointed Mr. S.K. Gupta, Practicing Company Secretary (FCS-2589 and CP No.1920) to act as the Scrutinizer and Ms. Divya Saxena, Practicing Company Secretary (FCS-5639 and CP No.-5352) as Alternate Scrutinizer for conducting the Postal Ballot (remote e-voting) process in a fair and transparent manner.
13. All the documents referred to in Resolutions and accompanying Explanatory Statement will be available for inspection at Investor services tab of website [www.jkcement.com](http://www.jkcement.com) or at the Registered Office of the Company on all working days from 2 P.M. to 4 P.M. upto the date of declaration of result of Postal Ballot subject to COVID-19 protocol.



14. Resolution passed by the shareholders through Postal Ballot shall be deemed to have been passed as if the same has been passed at a General Meeting of the Shareholders, if approved by the requisite majority on the last date of e-voting i.e. 30th September, 2021. The result of the voting by Postal Ballot (with the Scrutinizer's Report) will be announced at the Registered Office of the Company at Kanpur on or before 4th October, 2021 by 5 P.M.
15. Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means are as under:-
  - i) Mr. Shambhu Singh, Head (Legal) & Company Secretary, J.K.Cement Ltd., Kamla Tower, 29/1, Dwarika Dheesh Road, Kanpur – 208001, U.P., Tel: (0512) 6716624; Email: shambhu.singh@jkcement.com
  - ii) Mr. Prabhat Kumar Mishra, Company Secretary, M/s. Jaykay Enterprises Ltd., Registrar & Share Transfer Agent, Kamla Tower, 29/1, Dwarika Dheesh Road, Kanpur – 208001, U.P., Tel: (0512) 2371478-81 (Extn:18322); Email: prabhat.mishra@jaykayenterprises.com/rc.srivastava@jkcement.com
16. As required under Listing Regulations and Secretarial Standards-2 on General Meetings, the relevant details in respect of Directors seeking appointment under Item No. 1 and 2 are separately annexed forming part of this notice.

#### **ANNEXURE TO THE NOTICE**

Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013.

#### **ITEM NO.1**

With a view to broad base the Board and to comply with the requirements of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to composition of Board of Directors of the Company, the Board at its Meeting held on 14th August, 2021, on the recommendations of the Nomination and Remuneration Committee, inducted Mr. Satish Kumar Kalra (DIN:01952165), as an Additional (Non- Executive Independent) Director of the Company for a term of 5 (five) consecutive years w.e.f. 14th August, 2021, subject to the approval of shareholders of the Company. Mr. Satish Kumar Kalra has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations. The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Satish Kumar Kalra as an Independent Director of the Company.

Mr. Satish Kumar Kalra, aged about 64 years is Ex Banking Executive superannuated from Andhra Bank. He is post graduate in science (M Sc), CAIIB and post graduate in finance (PGDM). He possesses rich experience in banking and NBFC for more than 40 years. He has attended prestigious trainings imparted by Barclays Bank Plc London, University of Maryland, Robert H Smith School of Business, CAFRAL program at USA, SIBOS at Dubai, IIMs at Kolkata and Kozikode. Mr. Kalra has provided strategic guidance to the Bank in areas of NPA, credit, international banking, treasury management, HR etc. He has wide experience in treasury management, corporate planning, inspection & audit, merchant banking, Board Secretariat, credit monitoring, legal, industrial and infra finance. Mr Kalra was General Manager Treasury at Allahabad Bank and headed various zones also. He has served Andhra Bank as Managing Director & CEO (additional charge) for 6 months and worked as WTD as Executive Director from October 2012 to August 2017. He was on Board of India First Life Insurance. He acted as an Independent Director on the Board of Lakshmi Vilas Bank till November, 2020. Presently he is acting as an Independent Director on the Boards of PNB Gilts Ltd. and Can Fin Homes Ltd. He is also a member of Advisory Board for Banking and Financial fraud of CVC.

In compliance with Listing Regulations and Secretarial Standards-2 on General Meetings, the brief resume of Mr. Satish Kumar Kalra is annexed and forming part of this notice.

The Board considers that association of Mr. Satish Kumar Kalra as an Independent Director would be of immense benefit to the Company. In the opinion of the Board, Mr. Satish Kumar Kalra fulfils the conditions specified under the Act, rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management.

A copy of the Letter of Appointment of Mr. Satish Kumar Kalra has been uploaded on the website of the company and available for inspection.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

Except Mr. Satish Kumar Kalra, none of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 1 of the Notice.

#### **ITEM NO.2**

With a view to broad base the Board and to comply with the requirements of the Companies Act and the SEBI (Listing Obligations and Disclosure Requirements)





Regulations, 2015 with respect to composition of Board of Directors of the Company, the Board at its Meeting held on 14th August, 2021, on the recommendations of the Nomination and Remuneration Committee, inducted Mr. Mudit Aggarwal (DIN:07374870), as an Additional (Non-Executive Independent) Director of the Company for a term of 5 (five) consecutive years w.e.f. 14th August, 2021, subject to the approval of shareholders of the Company. Mr. Mudit Aggarwal has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations. The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Mudit Aggarwal as an Independent Director of the Company.

Mr. Mudit Aggarwal, aged about 35 years, possesses degree in Bachelor of Science (Double Major in Electrical and Computer Engineering and Business Administration) from Carnegie Mellon University – USA and also holds Diploma from Indian Institute of Management – Ahmedabad (IIM-A) on revenue management and dynamic pricing in 2015. He is a dynamic corporate leader with deep experience across the manufacturing, retail and hospitality sector. Mudit's career reflects a demonstrated track record in leading successful transformation initiatives and creating enabling environments within large companies that allow the creation of new ideas and business lines. He started his career from Deloitte as a Technical Advisor in the USA and thereafter moved to India for taking reigns of overall operations of Mansingh Hotels and Resorts Ltd, a leading hospitality player with presence in the retail mall space. He was instrumental to adapt to changing market conditions and disruptive market forces by Mansingh Group of Hotels. In 2013, he independently founded MMX Foods and under his able leadership MMX became one of India's best recognized large scale bakery, supplying large domestic and international players such as Amul, Reliance, Future Consumer, Big Basket, Metro Cash & Carry and Vistara. Today, MMX is the Indian market leader for third party manufacturing in modern trade with turnover of Rs. 15 Crores in 2020-21 under his leadership. He is acting as Trustee of the Seth Jai Parkash Mukand Lal, which governs premier 30 educational institutions in Haryana and UP with student capacity of approx. 22,500. The object and mission of Mukund Trust is that education should be made affordable to all sections of the society, providing ample opportunities and resources for all to achieve their personal and academic potentials. The Trust is inculcating free education and assistance to a minimum of 1000 students per year, provide interest free study loans, scholarships and to provide healthcare to the villages around Yamuna Nagar. He is an active member of the Rotary Club of Delhi and Young Indians (CII).

In compliance with Listing Regulations and Secretarial Standards-2 on General Meetings, the brief resume of Mr. Mudit Aggarwal is annexed and forming part of this notice.

The Board considers that Mr. Mudit Aggarwal's association as an Independent Director would be of immense benefit to the Company. In the opinion of the Board, Mr. Mudit Aggarwal fulfils the conditions specified under the Act, rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management.

A copy of the Letter of Appointment of Mr. Mudit Aggarwal has been uploaded on the website of the company and available for inspection.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the shareholders.

Except Mr. Mudit Aggarwal, none of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 2 of the Notice.

### ITEM NO.3

Mr. Ajay Narayan Jha was appointed as an Additional Director on the Board of the Company w.e.f. 28th May, 2021 in the category of Non Executive Independent Director for five consecutive years subject to confirmation by shareholders in the 27th Annual General Meeting. As per Resolution No. 9 of the Notice of 27th Annual General Meeting seeking approval of members to the appointment of Mr. Ajay Narayan Jha ('the resolution') in paragraph 1 the effective date of appointment is stated as 28th May, 2021 whereas in the Second paragraph of the said resolution his term is inadvertently stated as 'from this Meeting till the 32nd Annual General Meeting' and the said inconsistency is now being rectified by modification in the term of appointment as stated in the resolution which will now be read as 'from 28th May, 2021 to 27th May, 2026' and save and except the other terms and conditions of appointment and the contents of the said resolution shall remain unchanged and in full effect.

The Board recommends the ordinary resolution as mentioned at item No.3 of the Notice for approval by the shareholders.

Except Mr. Ajay Narayan Jha, none of the Directors/Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No.3 of the Notice.



#### **ITEM NO. 4**

The Special Resolution contained in Item No. 4 of the notice has been proposed pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules framed thereunder and in accordance with the applicable guidelines, rules and regulations of Securities and Exchange Board of India ('SEBI'), so as to alter the existing Article No. 101 and 108 of the Articles of the Association of the Company.

The existing Article No. 101 does not stipulate the provisions for Jt. Managing Director, Dy. Managing Director and their powers exercisable. In order to streamline their position coupled with respective

powers, Article 101 is sought to be amended.

The existing Article 108 does not stipulate about appointment of Vice Chairman and its role thereof. In order to provide room for Vice Chairman, Article 108 is sought to be amended.

The Board recommends the Special Resolution set out at Item No. 4 for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the aforementioned resolution.

**Date :** 26<sup>th</sup> August, 2021

**Place:** Kanpur

By Order of the Board

For **J.K. Cement Limited**

**Shambhu Singh**

Head (Legal) & Company Secretary

Membership No. FCS 5836



**ANNEXURE TO THE NOTICE**  
**PURSUANT TO REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION 2015 AND**  
**SECRETARIAL STANDARD 2 ON GENERAL MEETING**

| Name of Director  | Mr. Satish Kumar Kalra<br>(DIN:01952165)                                    | Mr. Mudit Aggarwal<br>(DIN:07374870)   |
|---|---|--|
| Date of Birth   | 25th August, 1957   | 5th May, 1986  |
| Nationality   | Indian  | Indian   |
| Date of Appointment on the Board  | 14th August, 2021   | 14th August, 2021  |
| Qualification   | Post Graduate in Science (M.Sc.), CAIIB and Post Graduate in Finance (PGDM) | Bachelor of Science (Double Major in Electrical and Computer Engineering and Business Administration) from Carnegie Melon University USA and also holds Diploma from Indian Institute of Management, Ahmedabad (IIM-A) |
| Expertise in Specific Area  | Banking and Finance   | Manufacturing, Retail and Technical  |
| No. of Shares held in the Company   | --  | --   |
| List of the Directorship held in other Companies*   | 1.PNB Gilts Ltd.<br>2.CAN FIN Homes Ltd.                                    | 1.MMX Foods Private Limited  |
| Number of Board Meetings attended during the year   | --  | --   |
| Chairman / Member in the Committees of the Boards of Companies in which he is Director*   | ---   | --   |
| Remuneration  | NIL   | NIL  |
| Relationship with Director(s), if any   | None  | None   |
| Directorship includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (Whether Listed or not). |   |  |

